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Board of Directors
Thirteenth Annual Study
Billion Dollar Corporations
Supplement 1986

KORN/FERRY INTERNATIONAL

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KORN/FERRY INTERNATIONAL
THIRTEENTH ANNUAL BOARD OF DIRECTORS STUDY OF
BILLION DOLLAR CORPORATIONS

Introduction

Each year we supplement our regular Board of Directors Study with an analysis of the data pertaining to companies with revenues in excess of $1 billion.

Our latest survey was answered by 592 corporations, of which 216 were industrial and service companies with revenues in excess of $1 billion. Of these, 83, or 39 percent, were $5 billion-and-over companies. We have long since discovered that these companies are generally in the vanguard when it comes to setting board policy.

Over the past 13 years, we have seen the larger companies lead the move away from rubber stamp boards composed largely of insiders to genuinely independent boards made up of outside directors with strong operating experience. Their boards average 10 outside and four inside directors. But for the first time in recent years, a major threat to the ability to maintain this independence is being reported by the participants. There is trouble on the horizon as it becomes harder and harder to fill board seats. Boards have come under increasing pressure from shareholders and other constituents, and as legal liabilities mount, many prospective directors are turning down invitations to sit on the board.

This trend is even more pronounced at the larger companies. One out of four billion dollar respondents experienced a board refusal in the past year. For all the companies surveyed, one out of five experienced such a refusal. And, astonishingly so, among the industrial and service companies considered as a group, 62 percent of the refusals were at the billion dollar plus companies. At banks and insurance companies too, the larger the institution, the more likely it was to experience a refusal. Likewise, only the larger retailers reported board refusals.

This is disturbing news, and if the refusal rate continues to climb as it shows every sign of doing, corporations may soon feel an acute shortage of qualified directors. Sixty-eight percent of the chief executive officers polled at billion dollar companies believe that the recent emphasis on director liability is *not* a temporary phenomenon but is here to stay. And 87 percent said that increased liability would indeed cause them to reduce the number of boards on which they are willing to serve.

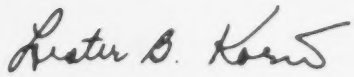
Liability Insurance, A Problem

Sixty-six percent of the billion dollar companies reported increases in the premiums they paid for D&O insurance in the past year. On average, these increases were three-fold (336%).

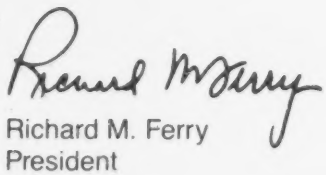
Not only did premiums increase dramatically, but there was also a major decrease in the amount of total dollar coverage. Of the 25 percent of billion dollar companies that experienced such a decrease, coverage fell, on average, from $76 million to $49 million, a 36 percent drop. In what clearly is a new trend, and because of the high cost of insurance (and in some cases the impossibility of obtaining liability insurance at any cost), 16 percent of the billion dollar companies are considering self-insurance. Eighteen percent of the $5 billion-plus companies are contemplating this option.

The risks and time commitment required may not justify the rewards for serving on boards. Fees paid to directors seem insignificant when compared to the potential liability and hours demanded of them. In 1985, directors spent an average of 126 hours on board-related business and their compensation averaged $23,600, only one percent higher than the year before. We predict the day is coming when there may well be an actual shortage of qualified outside directors, which, we think will drive directors' fees up substantially.

As the issue of accountability looms over boardrooms today and directors are increasingly forced to operate in a volatile, litigious, and often uncertain climate, we think that the actions of the boards of America's largest companies bear careful watching. If new trends emerge and if solutions to the dilemmas presently confronting boards are to be found, they are likely to come from this quarter.



Lester B. Korn
Chairman



Richard M. Ferry
President

SUMMARY OF FINDINGS

On a question-by-question basis, the following findings are directly related to billion dollar corporations (Table 1). When appropriate, key comparisons are made between this group and all participants in our study.*

1. Size of Board (Table 2)

Billion dollar corporate boards continue to seat an average of 14 directors, the same as reported for all respondents. The average for the largest companies, $5 billion and over, is 15 members. Banks and other financial institutions continue to maintain the largest boards, averaging 20 directors.

2. Inside Directors vs. Outside Directors (Table 2)

Outside directors constitute a majority of board members among billion dollar corporations, as they do for all respondents as a group.

This year, billion dollar corporations have an average of four inside directors and 10 outside directors, the same as all boards. The average for the $5 billion-and-over companies is four inside and 11 outside members.

3. Is the Chairman also the CEO? Is the CEO also the COO? (Table 3)

This year, 83 percent of the billion dollar corporations report that the chairman also serves as chief executive officer, up from 82 percent last year and slightly higher than the average of 80 percent among all corporations surveyed.

Only 34 percent of the billion dollar respondents report having a chief executive officer who also acts as chief operating officer, a decrease from the 40 percent who reported this relationship last year. This percentage is also slightly below the 36 percent for all respondents.

4. Board Composition (Table 4)

Outside directors originate most often from the following categories: senior executives of other companies (86 percent), retired executives of other companies (75 percent) and academicians (67 percent). Representation of retired or previously employed corporate executives as well as commercial bankers continued to decline from the averages reported five years ago.

Billion dollar companies report that 42 percent seat former government officials on their boards. Their representation rises to 60 percent for $5 billion-and-over companies, compared with 30 percent for all respondents and only 11 percent for smaller industrials with revenues under $200 million.

**This year, 592 corporations responded to our Thirteenth Annual Study. Industrial and service corporations account for 71 percent of the total, of which 216 companies have revenues in excess of $1 billion. Banks and other financial institutions account for 15 percent, insurance companies for 10 percent and retailers for five percent.*

Thirty-two percent of billion dollar boards now seat at least one professional director, compared with 18 percent reported in 1981.

Women and ethnic minorities continue to constitute growing sources of outside directors for billion dollar corporations. Over the past five years, representation from these two groups increased significantly. This year, 51 percent report women on their boards, up from 42 percent five years ago. Sixty-three percent of the $5 billion-and-over companies have women directors. Ethnic minorities now sit on 31 percent of the billion dollar boards, up from 27 percent over the past five years. By comparison, in all companies surveyed, the number of boards with women has leveled off at 45 percent, and the number seating minorities actually fell this year from 26 percent to 25 percent (Table 4A).

Women and ethnic minorities are primarily academicians, senior executives of other companies, former government officials and attorneys who do not provide legal services for the company (Table 4B).

As part of the trend toward an increased number of independent outside directors, the billion dollar corporations seek executives with broad management experience, a primary consideration for 85 percent of the respondents. The billion dollar corporations report a higher percentage of senior and retired executives from other companies than any of the other groups in the study.

5. Committees (Table 5)

Among the billion dollar corporations, audit (97 percent), compensation (84 percent) and executive (80 percent) continue to be the most prevalent committees. But the percentage of companies using finance and benefits committees is well above the averages reported five years ago. Billion dollar corporations report that 51 percent have a finance committee and 36 percent have a benefits committee, up from 32 percent and 30 percent, respectively. Sixty percent of the $3 billion-$4.999 billion companies have a finance committee.

Seventy percent of the billion dollar companies use a nominating committee, up from 58 percent reported in our Ninth Annual Study (Table 5A). The percentage rises to 75 percent for the $5 billion-and-over corporations. Among corporations with nominating committees, 28 percent use the committee in the management succession process, slightly higher than the 22 percent reported for all respondents. The executive committee plays the dominant role in the management selection process among the billion dollar companies (45 percent).

Committees have an average of four to six directors. The finance and public affairs committees are the largest. The audit, compensation and benefits committees are composed entirely of outside directors (Table 5B).

Although the average total number of directors has not changed, billion dollar corporations reported a shift in committee composition compared

with last year. The average number of inside directors on the executive and finance committees decreased by one. The finance and public affairs committees increased their number of outside directors by one member, and the corporate ethics committee reported a decrease in the number of outside directors.

The average number of meetings for the finance committee increased from four meetings in 1981 to five in 1985. The benefits and corporate ethics committees decreased their average number of meetings to three and two, respectively. All committees held between two and five meetings (Table 5C).

6. Compensation (Table 6)

Eighty-eight percent of the billion dollar respondents compensate outside directors on an annual plus per-meeting fee basis. Correspondingly, the percentage of billion dollar corporations paying an annual fee only has decreased to nine percent from 11 percent in 1984. Two percent compensate directors with per-meeting fees only.

—Annual Plus Per-Meeting Fee (88 percent)

This year, outside directors of the billion dollar companies that pay an annual plus per-meeting fee earned an average total compensation of $23,601, an increase of only one percent over last year's average but 14 percent more than in 1981. However, this figure is 21 percent higher than the $19,544 averaged by all respondents. The $23,601 compensation comprises an average annual fee of $17,144 and an average per-meeting fee of $764. Director fees of the $5 billion-and-over companies grew at a slower pace with an average compensation of $25,926 reported this year, a nine percent increase compared with our Ninth Annual Study.

The upper quartile compensation for the billion dollar companies, included here for comparative purposes, ranges from $29,017 to $32,813 with an average of $31,205, 14 percent more than the $27,375 average for all respondents.

—Annual Fee Only (9 percent)

In billion dollar corporations that pay an annual fee only, outside directors earned an average of $21,805, 21 percent more than the $17,982 average among all respondents. For $5 billion-and-over companies, average annual fees rose to $24,883.

7. Committee Compensation

Ninety percent of the billion dollar respondents compensate their directors with an additional fee for serving on committees. Although the per-meeting fee predominates, 13 percent of committee members and 38 percent of the chairmen receive annual fees only for committee participation. Only 10 percent pay both an annual plus per-meeting fee to committee members. For committee chairmen, this method of payment rises to 18 percent.

Per-meeting fees for the billion dollar respondents average $682, compared with $616 for all companies. Committee chairmen received somewhat higher compensation, an average of $721 per meeting, rising to $748 for the $5 billion-and-over companies.

8. Additional Compensation Information (Table 7)

Average total compensation for the single highest paid director at a billion dollar corporation was $33,355 last year for all board service activities, exclusive of any consulting arrangements. This represents a 12 percent increase over last year's average and is 21 percent more than the average of five years ago.

Compensation for the upper quartile ranged from $39,126 to $65,276, with an average of $51,607 (Table 7A).

In 1985, 32 percent of the billion dollar companies raised compensation to outside directors, compared with the 41 percent that did so last year. Respondents reported an average increase of $2,956. This amount is slightly more than the increase for all board respondents ($2,777), but about the same as last year's increase ($2,950) for the largest corporations. Twenty-six percent of the billion dollar companies contemplate raising director fees next year by an average of $2,608, compared with the projected increase of $2,304 for all respondents. Eighty-two percent of the billion dollar companies expressed a conviction that, in general, their outside directors are adequately compensated.

For 48 percent of the billion dollar respondents, the primary responsibility for board compensation rests with the chairman, up from 36 percent in 1984. In 35 percent of the cases, the entire board is responsible. Thirty-two percent stated that the compensation committee plays a role in establishing appropriate compensation.

Benefits continue to be increasingly important for outside directors. Compensation plans at 75 percent of the billion dollar companies (and 80 percent of the $5 billion-and-over corporations) permit outside directors to defer fees until retirement, up from 52 percent five years ago. Thirty-seven percent now provide a retirement income plan, considerably above the 15 percent with such plans five years ago. Other benefits commonly offered include matching educational gift programs (69 percent) and accident insurance (62 percent). Directors' liability insurance, although far more costly and with decreased coverage, remains nearly universal, as does travel expense reimbursement (97 percent) (Table 7B).

—Stock Ownership

Eighty-four percent of the billion dollar respondents stated that stock options should not be part of a director's compensation. Nevertheless, 79 percent of the participating billion dollar firms believe that all directors should own some company stock.

Ninety-four percent of the outside directors of billion dollar corporations report owning some stock in the companies they serve.

—Liability Insurance

Sixty-six percent of the billion dollar corporations responded that directors' liability insurance premiums were increased for those with policies up for renewal in 1985, on an average of 336 percent. Twenty-five percent of billion dollar corporations (and 31 percent of the $5 billion-and-over companies) experienced a decrease in total dollar coverage, from an average $76 million to $49 million, a 36 percent drop compared with a 42 percent drop for all respondents.

Sixteen percent of billion dollar and 18 percent of $5 billion-and-over respondents are considering self-insurance.

9. Board Practices and Policies (Table 8)

Billion dollar corporate boards meet an average of eight times per year, the same as the average number of meetings for all respondents. Although 40 percent hold at least one regular meeting at a branch subsidiary and 28 percent hold at least one meeting at a production site, the majority of meetings (93 percent) are held at corporate headquarters.

A billion dollar company director spends an average 126 hours per year on board-related business, including review, preparation, meeting attendance and travel, a decrease from last year's 148 hours. The average for all respondents is 114 hours this year.

The chairmen of billion dollar corporations reported devoting an average of 180 hours. Time spent on board duties rose to 204 hours among the chairmen of the $5 billion-and-over companies.

Outside directors of the larger companies earned $187 per hour if compensated on an annual plus per-meeting fee basis, up considerably from the $157 reported last year.

Eighty-nine percent of the billion dollar respondents (and 93 percent of the $5 billion-and-over respondents) have a mandatory retirement age policy for their directors, 66 for inside and 70 for outside directors. The average retirement age for billion dollar board chairmen is 68.

10. Locating Outside Directors (Table 9)

Thirty percent of the billion dollar corporations had at least one outside director resign from their board this year. Retirement was by far the major reason, but a potential conflict of interest and time demands were also factors. Fifty-one percent added new outside directors, up from the 48 percent reported in 1984. Thirty-three percent expect a board vacancy in the coming year, a slight decrease from the 39 percent reported in 1984.

The nominating committee is now used to identify new directors by 79

percent of billion dollar corporate boards, up from 71 percent in 1984 and compared with 64 percent for all respondents. This percentage rose to 95 percent for the $3 billion–$4.999 billion companies. Boards continue to rely heavily on recommendations by the chairmen (78 percent) and by other board members (76 percent). Also, the use of executive search firms is increasing. Fifteen percent of the billion dollar companies now use executive search firms to help in selecting directors, up from 10 percent in 1981. Referrals from executive acquaintances continue to decrease.

Broad management experience was the most important factor when asking a director to sit on a board, cited by 85 percent. Specific industry experience and strong financial skills were preferred by 34 percent and 30 percent, respectively. Fifty-eight percent reported that personal stature was an important factor and second only to broad management experience.

Twenty-four percent had a prospective director decline an invitation to serve on the board, up from 19 percent last year. Time commitment was the major reason for declining, cited by 62 percent of the billion dollar corporations and 72 percent of the $5 billion-and-over companies, up from 55 percent and 65 percent, respectively. For 30 percent, sitting on too many boards was a reason for declining.

11. Issues (Table 10)

When asked to rank the importance of issues facing corporate boards today, 77 percent of the billion dollar respondents ranked financial results either first, second or third, up from 72 percent last year. Sixty-three percent ranked strategic planning among the top three.

Other major issues identified by these companies included managerial succession (27 percent), financing/capitalization (23 percent) and day-to-day operations (19 percent).

When asked to project the importance of the same issues five years from now, financial results placed first (51 percent), followed by strategic planning (49 percent). These two issues were reversed in importance last year. Other major issues cited by the billion dollar corporations as of long-term importance were managerial succession and financing/capitalization (20 percent and 18 percent, respectively).

Financial results demand the most time at corporate board meetings (25 percent), followed by day-to-day operations (22 percent) and strategic planning (15 percent).

TABLE 1—PARTICIPATING COMPANIES

Of those industrial and service companies with sales volumes $1 billion or over, 216 participated in our Thirteenth Annual Study.

Size of Company	Number of Companies	%
$1 billion-$2.999 billion	91	42.1%
$3 billion-$4.999 billion	42	19.4%
$5 billion and over	83	38.5%
TOTAL	216	100.0%

Exchange	Number of Companies	%
New York Stock Exchange	193	89.4%
American Stock Exchange	4	1.8%
Over-the-counter	7	3.2%
Other	12	5.6%
TOTAL	216	100.0%

TABLE 2—NUMBER OF DIRECTORS

What is the present number of board members?

Size of Company	Average Number Inside Directors	Average Number Outside Directors	Average Number Directors
$1 billion-$2.999 billion	4	9	13
$3 billion-$4.999 billion	4	10	14
$5 billion and over	4	11	15
Average	4	10	14

TABLE 3—CHAIRMAN ALSO CEO, CEO ALSO COO

Is the Chairman of the Board also the Chief Executive Officer?
Is the Chief Executive Officer also the Chief Operating Officer?

	Chairman/CEO%	CEO/COO%
Yes	82.8%	33.5%
No	16.7%	63.3%
No response	0.5%	3.2%
TOTAL	100.0%	100.0%

TABLE 4—BOARD COMPOSITION

4A. Are one or more of the following individuals on the board?

	1981 Companies Over $1 Billion	1985 Companies Over $1 Billion	1985 All Companies Surveyed
Senior executive (other companies)	88.8%	86.0%	81.8%
Retired executive (other companies)	71.8%	75.3%	68.2%
Academician	63.6%	67.4%	54.5%
Retired or previously employed corporate executive	53.4%	51.6%	46.4%
Woman	42.2%	51.2%	45.0%
Attorney (does not provide legal services for the company)	34.0%	30.7%	31.5%
Commercial banker	44.2%	34.4%	30.8%
Former government official	41.3%	41.9%	29.6%
Major shareholder (not officer of the company)	30.1%	25.1%	29.4%
"Professional" director	18.0%	32.1%	28.2%
Ethnic minority member	26.7%	31.2%	25.4%
Attorney (provides legal services for the company)	19.4%	20.0%	24.9%
Investment banker	31.6%	26.5%	24.2%
Non-U.S. citizen	23.8%	20.5%	14.0%
International executive (American)	14.1%	10.2%	8.7%
Employee representative	—	2.8%	2.2%

FIVE-YEAR TREND

4B. From which of the above functions are most women and ethnic minorities drawn?

Function	% Women	% Minorities
Academicians	30.0%	36.7%
Senior executives (other companies)	23.6%	16.5%
Former government officials	13.6%	16.5%
Professional directors	10.9%	6.3%
Major stockholders	7.3%	—
Attorneys (do not provide legal services)	6.4%	16.5%

TABLE 5—COMMITTEES

5A. Which of the following standing committees does the board have?

Committee	%1981 Companies Over $1 Billion	%1985 Companies Over $1 Billion	%1985 All Companies Surveyed
Audit	99.2%	97.2%	97.2%
Compensation	85.5%	84.2%	82.2%
Executive	79.7%	79.5%	78.2%
Nominating	57.8%	70.2%	59.2%
Finance	32.2%	51.2%	38.2%
Benefits	30.0%	36.3%	36.5%
Public affairs	11.2%	14.9%	10.6%
Corporate ethics	6.8%	7.4%	5.9%
Science/Technology	—	4.2%	2.4%

FIVE-YEAR TREND

5B. What is the composition of each committee?

Committee	Average Number Inside Directors	Average Number Outside Directors	Average Number Directors
Audit	0	4	4
Compensation	0	4	4
Executive	2	3	5
Nominating	1	4	5
Finance	1	5	6
Benefits	0	4	4
Public affairs	1	5	6
Corporate ethics	1	3	4
Science/Technology	1	4	5

5C. How many committee meetings were held during the past 12 months?

Committee	1981 Average Number of Meetings	1985 Average Number of Meetings
Audit	3	3
Compensation	4	4
Executive	4	4
Nominating	2	2
Finance	4	5
Benefits	4	3
Public affairs	3	3
Corporate ethics	3	2

TABLE 6—COMPENSATION

How are board members compensated?
Annual Plus Per-Meeting Fee (88.2 percent of respondents)

Annual Fee Amount	%1981	%1984	%1985
Under $7,000	4.6%	3.4%	3.2%
$7,000-$10,999	19.4%	9.5%	6.3%
$11,000-$13,999	26.1%	18.1%	11.6%
$14,000-$16,999	32.2%	26.7%	30.5%
$17,000 and over	17.7%	41.9%	48.4%
Unspecified	—	0.4%	—
TOTAL	100.0%	100.0%	100.0%
		FIVE-YEAR TREND	
Average Annual Fee	$13,320	$15,500	$17,144

PLUS

Amount Per Meeting	%1981	%1984	%1985
Under $500	7.2%	5.6%	4.2%
$500-$599	37.2%	20.5%	15.8%
$600-$799	36.1%	46.2%	46.3%
$800-$999	5.6%	8.1%	13.2%
$1,000 and over	13.9%	19.6%	20.5%
TOTAL	100.0%	100.0%	100.0%
		FIVE-YEAR TREND	
Average Per-Meeting Fee	$775	$767	$764

EQUALS

Total Annual Compensation	%1981	%1984	%1985
Under $14,000	11.1%	7.0%	5.0%
$14,000-$16,999	17.2%	6.0%	7.2%
$17,000-$19,999	18.9%	14.4%	11.1%
$20,000-$24,999	35.6%	34.8%	36.1%
$25,000 and over	17.2%	37.8%	40.6%
TOTAL	100.0%	100.0%	100.0%
		FIVE-YEAR TREND	
Average Total Annual Compensation	$20,640	$23,300	$23,601

Size of Company	1981 Average Compensation	1985 Average Compensation	1985 Upper 25% Average
$1 billion-$2.999 billion	$18,670	$20,890	$29,017
$3 billion-$4.999 billion	$21,590	$24,095	$29,557
$5 billion and over	$23,800	$25,926	$32,813
Average	$20,640	$23,601	$31,205

FIVE-YEAR TREND

TABLE 7—ADDITIONAL COMPENSATION INFORMATION

7A. How much did the highest paid outside director receive in 1985 for all board activities exclusive of any consulting arrangement?

Amount	%1981	%1984	%1985
Under $14,000	2.5%	2.0%	4.2%
$14,000-$19,999	17.0%	10.4%	5.3%
$20,000-$24,999	19.9%	16.9%	11.1%
$25,000-$29,999	24.8%	21.5%	22.7%
$30,000-$39,999	20.4%	28.9%	33.9%
Over $40,000	6.2%	13.7%	22.8%
Unspecified	9.2%	6.6%	—
TOTAL	100.0%	100.0%	100.0%
Average	$27,570	$29,910	$33,355

FIVE-YEAR TREND

Highest Paid Directors

Size of Company	1981 Average Compensation	1985 Average Compensation	1985 Upper 25% Average
$1 billion-$2.999 billion	$23,730	$26,337	$39,126
$3 billion-$4.999 billion	$28,810	$32,346	$42,272
$5 billion and over	$33,920	$40,851	$65,276
Average	$27,570	$33,355	$51,607

FIVE-YEAR TREND

ADDITIONAL COMPENSATION INFORMATION (continued)

7B. What benefits are included in the compensation plan for outside directors?

	% 1984	% 1985
Travel expense reimbursement	93.0%	97.2%
Directors' liability insurance	90.1%	96.7%
Deferral of board fees until retirement	71.5%	75.3%
Matching educational gifts program	64.9%	69.3%
Accident insurance	58.7%	61.9%
Retirement income plan	29.8%	36.7%
Travel expenses for spouse	32.6%	31.2%
Pension plan	18.2%	30.2%
Life insurance	25.6%	27.4%
Medical insurance	10.7%	10.7%

TABLE 8—BOARD PRACTICES AND POLICIES

How many hours (estimated) do directors spend annually on board matters, including review, preparation, meeting attendance and travel?

Number of Hours	%
Under 70	11.0%
70-100	24.4%
101-160	29.3%
161 and over	19.5%
No response	15.8%
TOTAL	100.0%
Average	126 hours

Size of Company	Number of Hours	Upper Quartile Average
$1 billion-$2.999 billion	115	197
$3 billion-$4.999 billion	123	203
$5 billion and over	145	247
Average	126	215

TABLE 9—LOCATING OUTSIDE DIRECTORS

How are outside directors located for the board?

	%1981	%1985
Nominating committee	74.8%	78.5%
Recommended by chairman	79.6%	78.1%
Recommended by board members	78.6%	76.2%
Recommended by other corporate officers	38.8%	36.4%
Executive search	9.7%	15.4%
Referred by executive acquaintances	12.1%	8.9%
Referral from attorneys	—	1.4%

FIVE-YEAR TREND

TABLE 10—ISSUES

What is the relative importance of each of the following issues?

	%Ranking #1	%Ranking #1 or #2	%Ranking #1, #2 or #3
Financial results	48.1%	67.4%	77.2%
Strategic planning	23.0%	43.3%	63.3%
Managerial succession	10.2%	17.2%	27.0%
Financing/Capitalization	2.1%	8.8%	23.3%
Day-to-day operations	9.1%	14.0%	18.6%
Mergers/Acquisitions	1.2%	5.6%	14.4%
Industry competition	1.1%	6.5%	14.4%
Corporate takeovers	2.1%	2.8%	3.3%
Government relations	—	0.9%	2.8%
Shareholder relations	0.5%	0.9%	2.3%
Executive compensation	—	0.5%	2.3%
Multinational issues	0.5%	0.5%	1.9%
Communications/Public relations	—	—	0.9%

WORLDWIDE OFFICES

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